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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Gramex Corporation

- Individual(s)
- General Partnership
- Corporation-State Missouri
- Other
- Association
- Limited Partnership

01-8-2

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Effective Date: Nov. 14, 1999
Execution Date: December 5, 2001

2. Name and address of receiving party(ies)

Name: Value City of Michigan, Inc.

Internal Address: _____

Street Address: 36901 Warren Road

City: Westland State: MI ZIP: 48185

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Michigan
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,359,842

1,368,323

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Donald F. Frei, Esq.

Internal Address: WOOD, HERRON & EVANS
2700 Carew Tower

Street Address: 441 Vine Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

01/14/2002 TDI AZ1 00000043 1359842

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:882 Statement and signature. 25.00 DP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Donald F. Frei

Name of Person Signing

Signature

Dec. 13, 2001

Date

Total number of pages including cover sheet, attachments, and document: _____

5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002420 FRAME: 0931

ASSIGNMENT

This is an agreement by and between GRAMEX CORPORATION (“**AS SIGNOR**”), a corporation organized and existing under the laws of the State of Missouri, doing business as GrandPa’s, with an address of 11900 St. Charles Rock Road, Bridgeton, Missouri 63042, and VALUE CITY OF MICHIGAN, INC. (“**AS SIGNEE**”), a corporation organized and existing under the laws of the State of Michigan, with an address of 36901 Warren Road, Westland, Michigan 48185.

WHEREAS, **ASSIGNOR** has adopted and is using in the United States the service mark “**G RANDPA’S**”, which is the subject of U.S. Trademark Registration No. 1,359,842, and the service design mark **GrandPa** (with design), which is the subject of U.S. Trademark Registration No. 1,368,323 (hereinafter collectively referred to as the “**M arks**”), as set forth in Exhibit A attached hereto; and

WHEREAS, VALUE CITY DEPARTMENT STORES, INC. (“**VCDS**”), a corporation organized and existing under the laws of the State of Ohio, with an address of 3241 Westerville Road, Columbus, Ohio 43224, entered into a Stock Purchase Agreement (“**Agreement**”) with **ASSIGNOR** on November 8, 1999; and

WHEREAS, pursuant to the terms of the Agreement, **VCDS** acquired all assets from **ASSIGNOR** necessary to operate **ASSIGNOR’S** stores, including the Marks and the registrations therefor as well as the goodwill associated therewith; and

WHEREAS, **VCDS** wishes all right, title and interest in and to the Marks and the registrations therefor and the goodwill associated therewith be owned by **ASSIGNEE**; and

WHEREAS, ASSIGNEE wishes to confirm the rights it has acquired from **ASSIGNOR** in and to the Marks, the registrations thereof, and any goodwill associated with the Marks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, **ASSIGNOR** does hereby assign and transfer to **ASSIGNEE** the entire right, title, and interest in and to the Marks and the registrations for the Marks, together with the goodwill of the business symbolized by the Marks and the registrations thereof, and all other rights which **ASSIGNOR** has enjoyed thereunder in the United States, including any and all rights of recovery based on past infringement of the Marks and registrations, the same to be held and enjoyed by the **ASSIGNEE**, its successors and assigns.

FOR THE SAME CONSIDERATION, ASSIGNOR also hereby covenants and agrees to and with **ASSIGNEE**, its successors, legal representatives and assigns, that, as of November 14, 1999, **ASSIGNOR** is the sole and lawful owner of the entire right, title and interest in and to the applications and registrations and believes it is the sole and lawful owner of the entire right, title and interest to the Marks and goodwill associated therewith and that the same are unencumbered and that **ASSIGNOR** has good and full right and lawful authority to sell and convey the same in the manner herein set forth;

AND for the same consideration, **ASSIGNOR** hereby covenants and agrees to and with **ASSIGNEE**, its successors, legal representatives and assigns, that **ASSIGNOR** will, whenever counsel of **ASSIGNEE**, or the counsel of its successors, legal representatives and assigns, shall advise that it is lawful and desirable, sign all papers and documents, deliver necessary documents including original registration certificates, if available, take all lawful oaths, execute separate confirmatory assignments, and do all acts necessary or desirable to be done to

accomplish the objectives of this Assignment and the recording thereof at the U.S. Patent and Trademark Office.

This Assignment is effective November 14, 1999.

Signed at COLUMBUS in the County of FRANKLIN State of OHIO,
this 5th day of DECEMBER 2001.

Gramex Corporation

Assignor

By: James A. McGrady
(Signature)
Name: JAMES A. McGRADY
Title: CFO

Value City of Michigan, Inc.

Assignee

By: James A. McGrady
(Signature)
Name: JAMES A. McGRADY
Title: CFO

Consented to by: Value City Department Stores, Inc.

By: James A. McGrady
(Signature)
Name: JAMES A. McGRADY
Title: CFO

EXHIBIT A

<u>Mark</u>	<u>Registration Number</u>	<u>U.S. Class</u>	<u>Goods for Which Registered</u>
1. "GRANDPA'S"	1,359,842	101	Retail Department Store Services
2. Design Only: GrandPa with Child Silhouette and Logo	1,368,323	101	Retail Department Store Services